

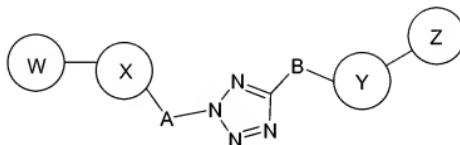
**AMENDMENTS TO THE CLAIMS**

Please amend the claims as follows. This listing of claims will replace all prior versions, and listings, of claims in the application.

**Listing of Claims:**

Claims 1-46 (Cancelled)

47. (New) A compound of the Formula (I):



wherein:

X is phenyl;  
Y is 2-pyridyl;  
A is C<sub>0</sub> alkyl,  
B is C<sub>0</sub> alkyl,

X is optionally substituted with 1-7 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1</sub>-6alkyl, -C<sub>1</sub>-6alkenyl, -C<sub>1</sub>-6alkynyl, -OR<sup>1</sup>, -NR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -N(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -NR<sup>1</sup>COR<sup>2</sup>, -NR<sup>1</sup>CO<sub>2</sub>R<sup>2</sup>, -NR<sup>1</sup>SO<sub>2</sub>R<sup>4</sup>, -NR<sup>1</sup>CONR<sup>2</sup>R<sup>3</sup>, -SR<sup>4</sup>, -SOR<sup>4</sup>, -SO<sub>2</sub>R<sup>4</sup>, -SO<sub>2</sub>NR<sup>1</sup>R<sup>2</sup>, -COR<sup>1</sup>, -CO<sub>2</sub>R<sup>1</sup>, -CONR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)R<sup>2</sup>, or -C(=NOR<sup>1</sup>)R<sup>2</sup> substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the -C<sub>1</sub>-6alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C<sub>1</sub>-6alkyl, -O(C<sub>0</sub>-6alkyl), -O(C<sub>3</sub>-7cycloalkyl), -O(aryl), -N(C<sub>0</sub>-6alkyl)(C<sub>0</sub>-6alkyl), -N(C<sub>0</sub>-6alkyl)(C<sub>3</sub>-7cycloalkyl), or -N(C<sub>0</sub>-6alkyl)(aryl) groups; A is -C<sub>0</sub>alkyl, B is -C<sub>0</sub>alkyl,

Y is optionally substituted with 1-7 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1</sub>-6alkyl, -C<sub>1</sub>-6alkenyl, -C<sub>1</sub>-6alkynyl, -OR<sup>5</sup>, -NR<sup>5</sup>R<sup>6</sup>, -C(=NR<sup>5</sup>)NR<sup>6</sup>R<sup>7</sup>, -N(=NR<sup>5</sup>)NR<sup>6</sup>R<sup>7</sup>, -NR<sup>5</sup>COR<sup>6</sup>, -NR<sup>5</sup>CO<sub>2</sub>R<sup>6</sup>, -NR<sup>5</sup>SO<sub>2</sub>R<sup>8</sup>, -NR<sup>5</sup>CONR<sup>6</sup>R<sup>7</sup>, -SR<sup>8</sup>, -SOR<sup>8</sup>, -SO<sub>2</sub>R<sup>8</sup>, -SO<sub>2</sub>NR<sup>5</sup>R<sup>6</sup>, -COR<sup>5</sup>, -CO<sub>2</sub>R<sup>5</sup>, -CONR<sup>5</sup>R<sup>6</sup>, -C(=NR<sup>5</sup>)R<sup>6</sup>, or

$-C(=NOR^5)R^6$  substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the  $-C_1$ -galkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen,  $-CN$ ,  $-C_1$ -galkyl,  $-O(C_0$ -galkyl),  $-O(C_3$ -7cycloalkyl),  $-O(aryl)$ ,  $-N(C_0$ -galkyl)(C $_0$ -galkyl),  $-N(C_0$ -galkyl)(C $_3$ -7cycloalkyl), or  $-N(C_0$ -galkyl)(aryl) groups;

W is  $-C_3$ -7cycloalkyl,  $-heteroC_3$ -7cycloalkyl,  $-C_0$ -galkylaryl, or  $-C_0$ -galkylheteroaryl optionally substituted with 1-7 independent halogen,  $-CN$ ,  $NO_2$ ,  $-C_1$ -galkyl,  $-C_1$ -galkenyl,  $-C_1$ -galkynyl,  $-OR^1$ ,  $-NR^1R^2$ ,  $-C(=NR^1)NR^2R^3$ ,  $-N(=NR^1)NR^2R^3$ ,  $-NR^1COR^2$ ,  $-NR^1CO_2R^2$ ,  $-NR^1SO_2R^4$ ,  $-NR^1CONR^2R^3$ ,  $-SR^4$ ,  $-SOR^4$ ,  $-SO_2R^4$ ,  $-SO_2NR^1R^2$ ,  $-COR^1$ ,  $-CO_2R^1$ ,  $-CONR^1R^2$ ,  $-C(=NR^1)R^2$ , or  $-C(=NOR^1)R^2$  substituents;

Z is  $-C_3$ -7cycloalkyl,  $-heteroC_3$ -7cycloalkyl,  $-C_0$ -galkylaryl, or  $-C_0$ -galkylheteroaryl optionally substituted with 1-7 independent halogen,  $-CN$ ,  $NO_2$ ,  $-C_1$ -galkyl,  $-C_1$ -galkenyl,  $-C_1$ -galkynyl,  $-OR^1$ ,  $-NR^1R^2$ ,  $-C(=NR^1)NR^2R^3$ ,  $-N(=NR^1)NR^2R^3$ ,  $-NR^1COR^2$ ,  $-NR^1CO_2R^2$ ,  $-NR^1SO_2R^4$ ,  $-NR^1CONR^2R^3$ ,  $-SR^4$ ,  $-SOR^4$ ,  $-SO_2R^4$ ,  $-SO_2NR^1R^2$ ,  $-COR^1$ ,  $-CO_2R^1$ ,  $-CONR^1R^2$ ,  $-C(=NR^1)R^2$ , or  $-C(=NOR^1)R^2$  substituents;

one of W and Z is optionally absent;

R $^1$ , R $^2$ , and R $^3$  each independently is  $-C_0$ -galkyl,  $-C_3$ -7cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen,  $-CN$ ,  $-C_1$ -galkyl,  $-O(C_0$ -galkyl),  $-O(C_3$ -7cycloalkyl),  $-O(aryl)$ ,  $-N(C_0$ -galkyl)(C $_0$ -galkyl),  $-N(C_0$ -galkyl)(C $_3$ -7cycloalkyl),  $-N(C_0$ -galkyl)(aryl) substituents;

R $^4$  is  $-C_1$ -galkyl,  $-C_3$ -7cycloalkyl, heteroaryl, or aryl; optionally substituted with 1-5 independent halogen,  $-CN$ ,  $-C_1$ -galkyl,  $-O(C_0$ -galkyl),  $-O(C_3$ -7cycloalkyl),  $-O(aryl)$ ,  $-N(C_0$ -galkyl)(C $_0$ -galkyl),  $-N(C_0$ -galkyl)(C $_3$ -7cycloalkyl),  $-N(C_0$ -galkyl)(aryl) substituents;

R $^5$ , R $^6$ , and R $^7$  each independently is  $-C_0$ -galkyl,  $-C_3$ -7cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen,  $-CN$ ,  $-C_1$ -galkyl,  $-O(C_0$ -galkyl),  $-O(C_3$ -7cycloalkyl),  $-O(aryl)$ ,  $-N(C_0$ -galkyl)(C $_0$ -galkyl),  $-N(C_0$ -galkyl)(C $_3$ -7cycloalkyl),  $-N(C_0$ -galkyl)(aryl) substituents;

R $^8$  is  $-C_1$ -galkyl,  $-C_3$ -7cycloalkyl, heteroaryl, or aryl; optionally substituted with 1-5 independent halogen,  $-CN$ ,  $-C_1$ -galkyl,  $-O(C_0$ -galkyl),  $-O(C_3$ -7cycloalkyl),  $-O(aryl)$ ,  $-N(C_0$ -galkyl)(C $_0$ -galkyl),  $-N(C_0$ -galkyl)(C $_3$ -7cycloalkyl),  $-N(C_0$ -galkyl)(aryl) substituents;

R9 and R10 each independently is -C<sub>0-6</sub>alkyl, -C<sub>3-7</sub>cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), -N(C<sub>0-6</sub>alkyl)(aryl) substituents; and

any N may be an N-oxide;

or a pharmaceutically acceptable salt thereof.

48. (New) The compound according to Claim 47 wherein:

X is phenyl, which is optionally substituted with 1-5 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1-6</sub>alkyl, -C<sub>1-6</sub>alkenyl, -C<sub>1-6</sub>alkynyl, -OR<sup>1</sup>, -NR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -N(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -NR<sup>1</sup>COR<sup>2</sup>, -NR<sup>1</sup>CO<sub>2</sub>R<sup>2</sup>, -NR<sup>1</sup>SO<sub>2</sub>R<sup>4</sup>, -NR<sup>1</sup>CONR<sup>2</sup>R<sup>3</sup>, -SR<sup>4</sup>, -SOR<sup>4</sup>, -SO<sub>2</sub>R<sup>4</sup>, -SO<sub>2</sub>NR<sup>1</sup>R<sup>2</sup>, -COR<sup>1</sup>, -CO<sub>2</sub>R<sup>1</sup>, -CONR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)R<sup>2</sup>, or -C(=NOR<sup>1</sup>)R<sup>2</sup> substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the -C<sub>1-6</sub>alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), or -N(C<sub>0-6</sub>alkyl)(aryl) groups.

49. (New) The compound according to Claim 47 wherein:

Y is 2-pyridyl, which is optionally substituted with 1-4 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1-6</sub>alkyl, -C<sub>1-6</sub>alkenyl, -C<sub>1-6</sub>alkynyl, -OR<sup>5</sup>, -NR<sup>5</sup>R<sup>6</sup>, -C(=NR<sup>5</sup>)NR<sup>6</sup>R<sup>7</sup>, -N(=NR<sup>5</sup>)NR<sup>6</sup>R<sup>7</sup>, -NR<sup>5</sup>COR<sup>6</sup>, -NR<sup>5</sup>CO<sub>2</sub>R<sup>6</sup>, -NR<sup>5</sup>SO<sub>2</sub>R<sup>8</sup>, -NR<sup>5</sup>CONR<sup>6</sup>R<sup>7</sup>, -SR<sup>8</sup>, -SOR<sup>8</sup>, -SO<sub>2</sub>R<sup>8</sup>, -SO<sub>2</sub>NR<sup>5</sup>R<sup>6</sup>, -COR<sup>5</sup>, -CO<sub>2</sub>R<sup>5</sup>, -CONR<sup>5</sup>R<sup>6</sup>, -C(=NR<sup>5</sup>)R<sup>6</sup>, or -C(=NOR<sup>5</sup>)R<sup>6</sup> substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the -C<sub>1-6</sub>alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), or -N(C<sub>0-6</sub>alkyl)(aryl) groups.

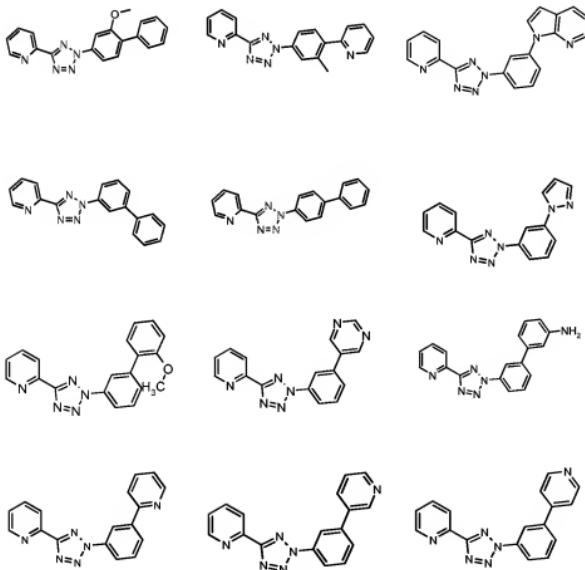
50. (New) The compound according to Claim 47 wherein:

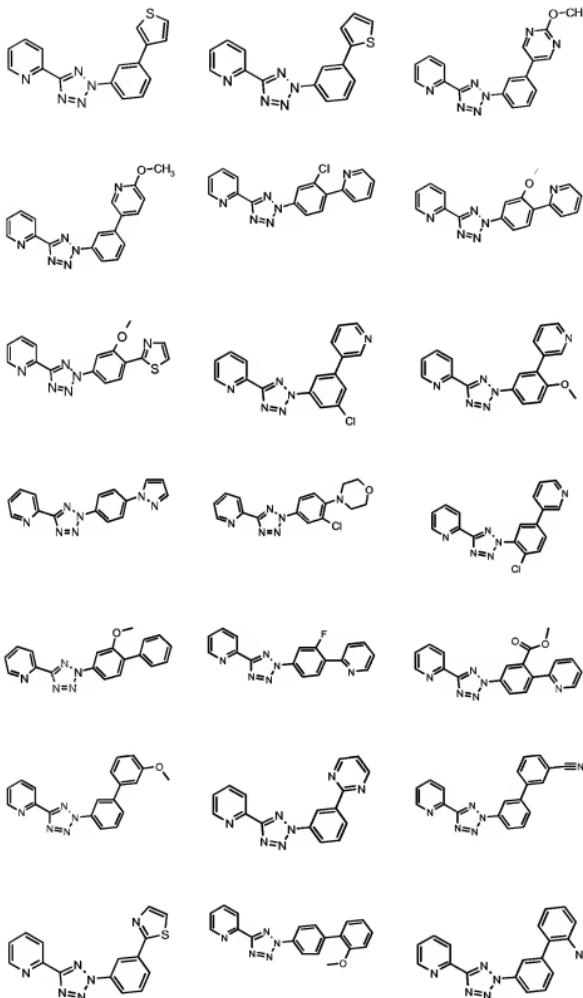
W is -C<sub>0-6</sub>alkylaryl, or -C<sub>0-6</sub>alkylheteroaryl optionally substituted with 1-7 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1-6</sub>alkyl, -C<sub>1-6</sub>alkenyl, -C<sub>1-6</sub>alkynyl, -OR<sup>1</sup>, -NR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -N(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -NR<sup>1</sup>COR<sup>2</sup>, -NR<sup>1</sup>CO<sub>2</sub>R<sup>2</sup>, -NR<sup>1</sup>SO<sub>2</sub>R<sup>4</sup>, -NR<sup>1</sup>CONR<sup>2</sup>R<sup>3</sup>, -SR<sup>4</sup>, -SOR<sup>4</sup>, -SO<sub>2</sub>R<sup>4</sup>, -SO<sub>2</sub>NR<sup>1</sup>R<sup>2</sup>, -COR<sup>1</sup>, -CO<sub>2</sub>R<sup>1</sup>, -CONR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)R<sup>2</sup>, or -C(=NOR<sup>1</sup>)R<sup>2</sup> substituents.

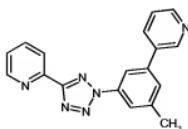
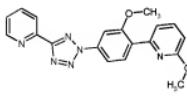
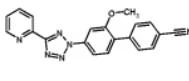
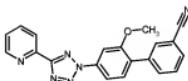
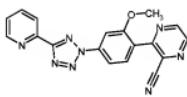
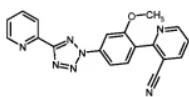
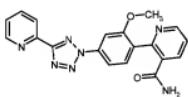
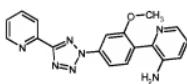
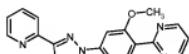
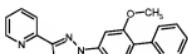
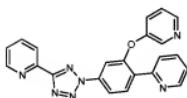
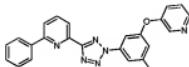
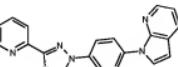
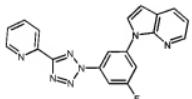
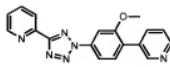
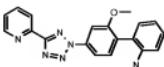
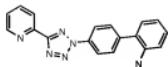
51. (New) A compound which is selected from the group consisting of:

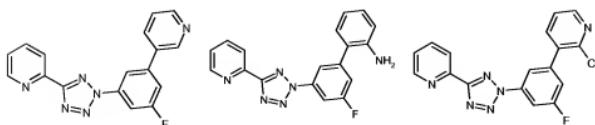
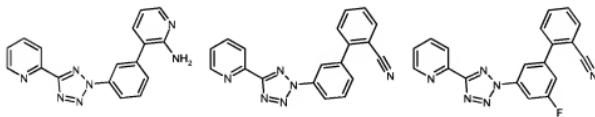
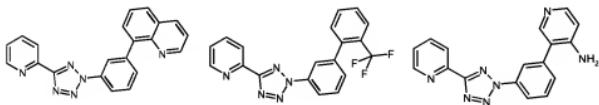
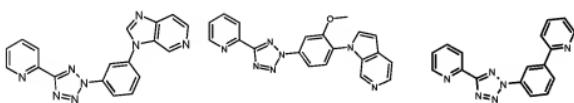
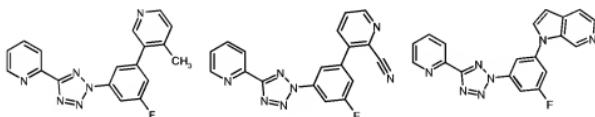
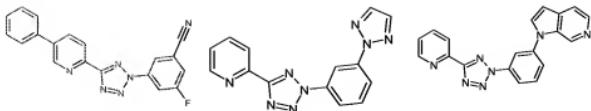
1-methyl-3-[3-(5-pyridin-2-yl-2*H*-tetrazol-2-yl)phenyl]imidazolidin-2-one;  
2-[2-(4-pyridin-2-ylphenyl)-2*H*-tetrazol-5-yl]pyridine;  
2-[2-(4-pyridin-4-ylphenyl)-2*H*-tetrazol-5-yl]pyridine;  
2-{2-[3-(1*H*-imidazol-1-yl)phenyl]-2*H*-tetrazol-5-yl}pyridine;  
2-[2-(2-pyrazin-3-ylphenyl)-2*H*-tetrazol-5-yl]pyridine;  
2-[2-(4-morpholin-3-ylphenyl)-2*H*-tetrazol-5-yl]pyridine;  
2-{2-[3-(2*H*-tetrazol-5-yl)phenyl]-2*H*-tetrazol-5-yl}pyridine; and  
2-pyridin-2-yl-5-(5-pyridin-2-yl-2*H*-tetrazol-2-yl)benzonitrile;  
or a pharmaceutically acceptable salt thereof.

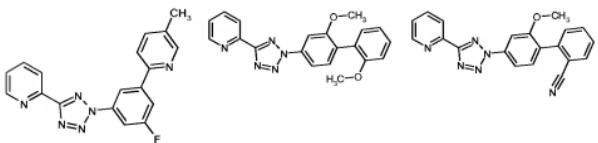
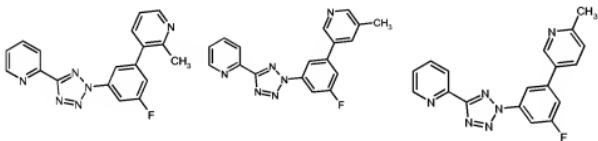
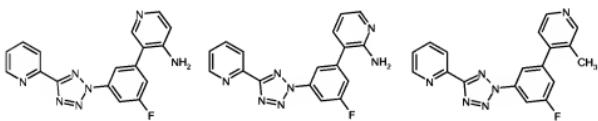
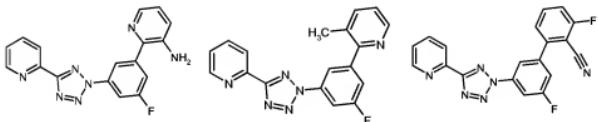
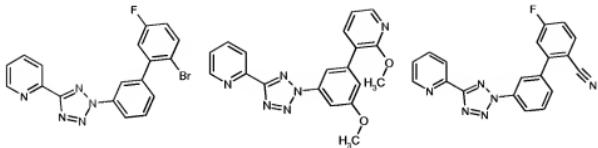
52. (New) A compound which selected from the group consisting of:

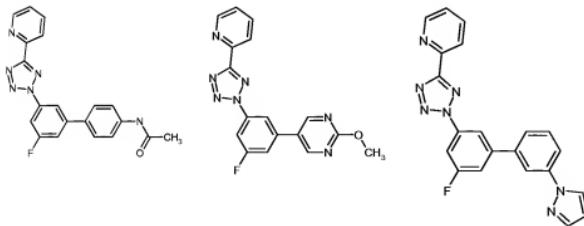
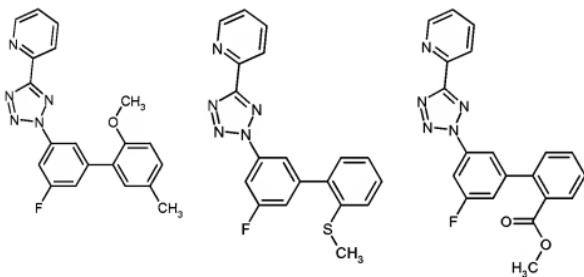
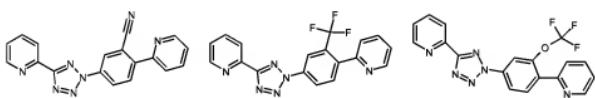
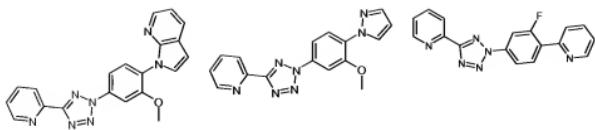


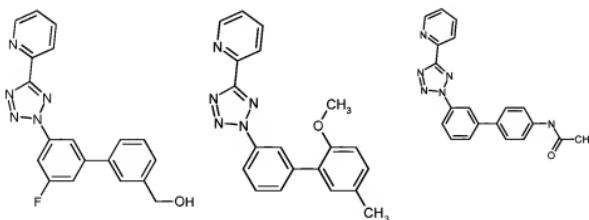
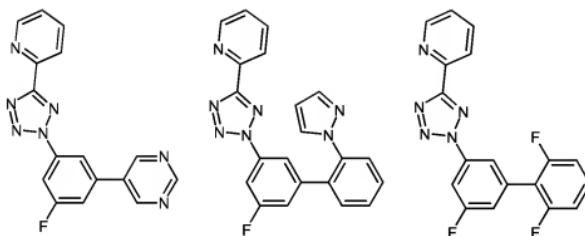
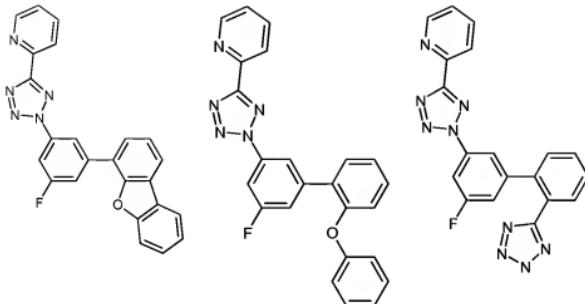


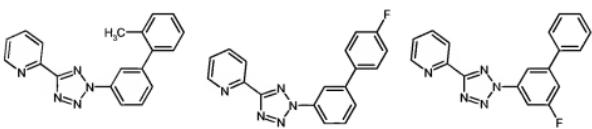
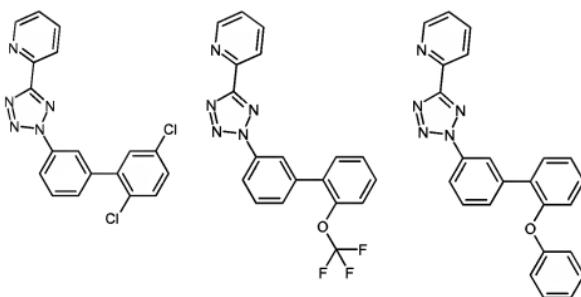
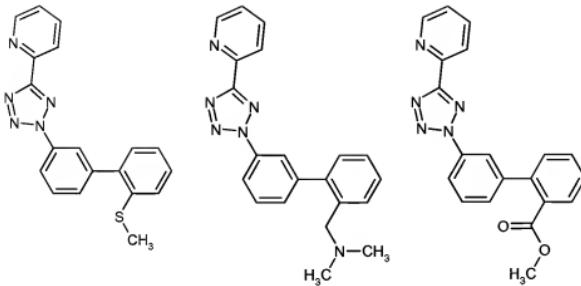


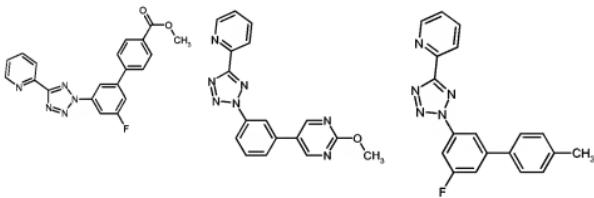
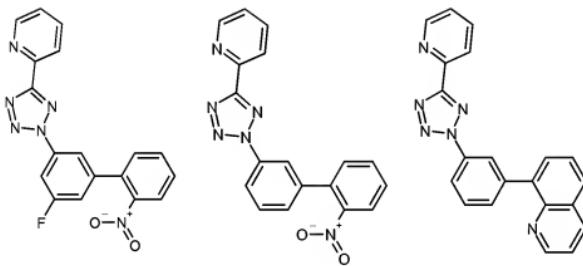
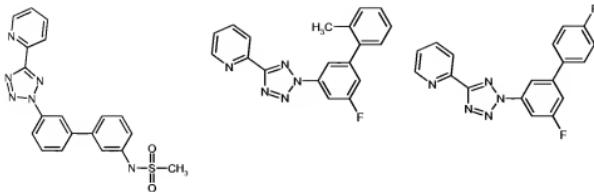


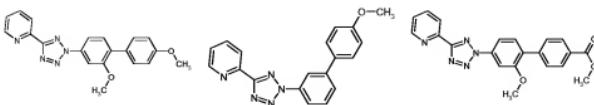
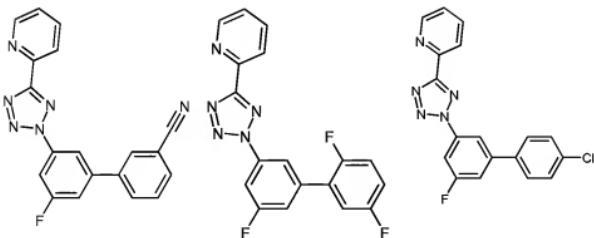
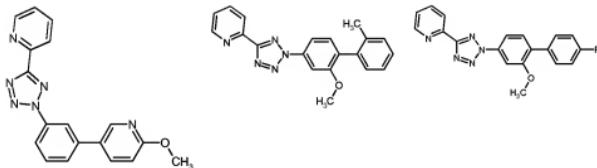
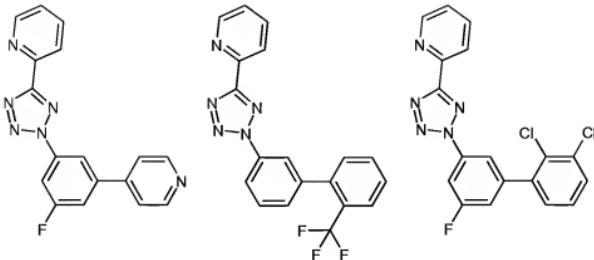


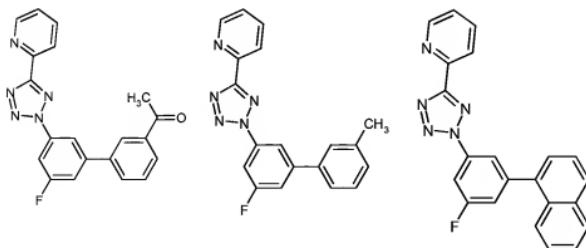
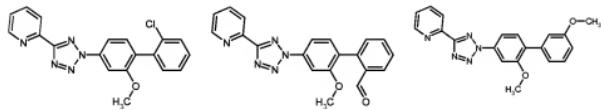
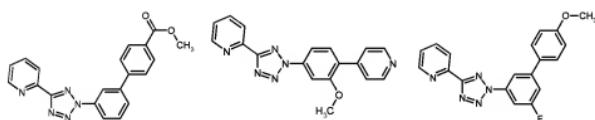
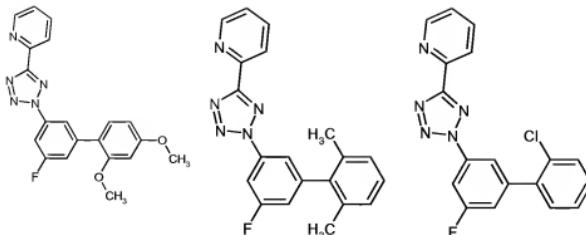


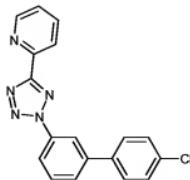
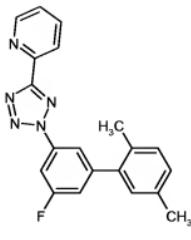
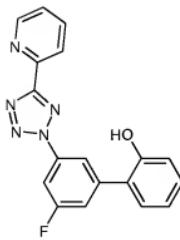
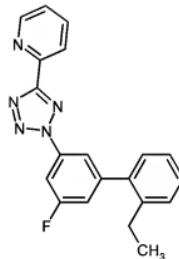
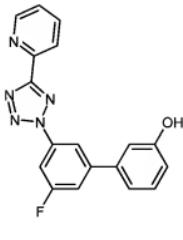
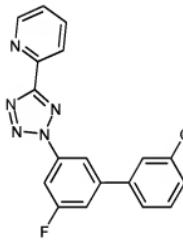
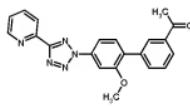
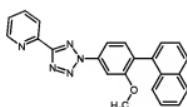
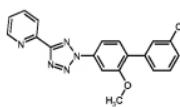
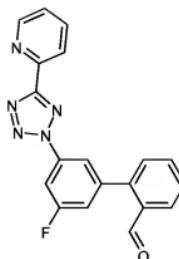
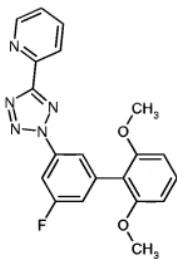
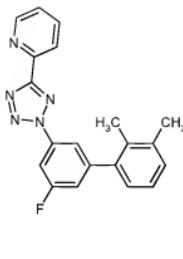


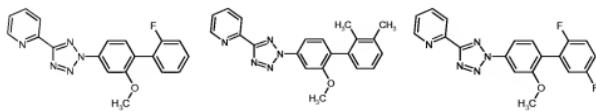
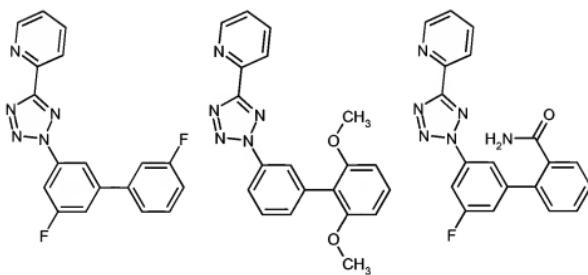
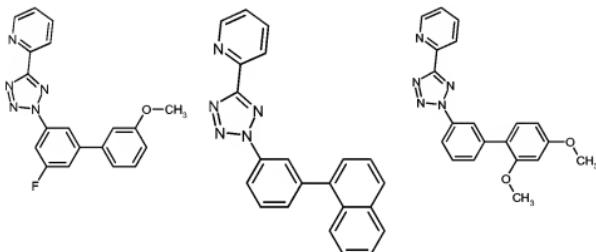
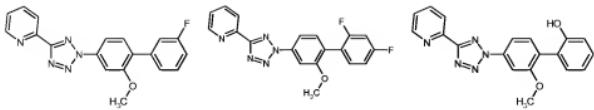


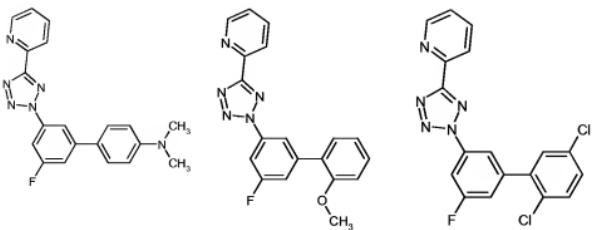
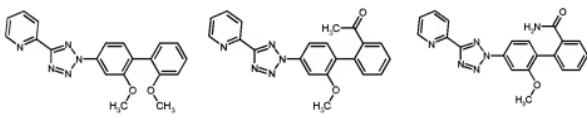
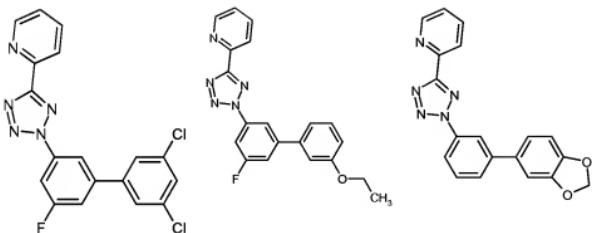
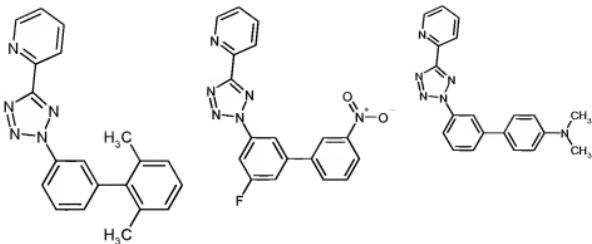


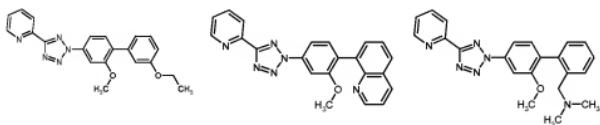
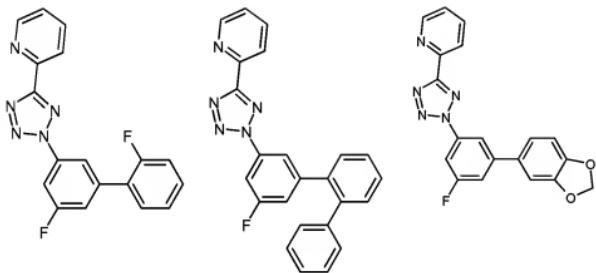
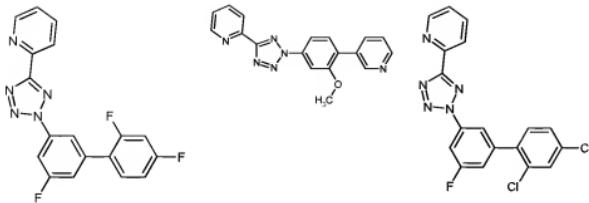


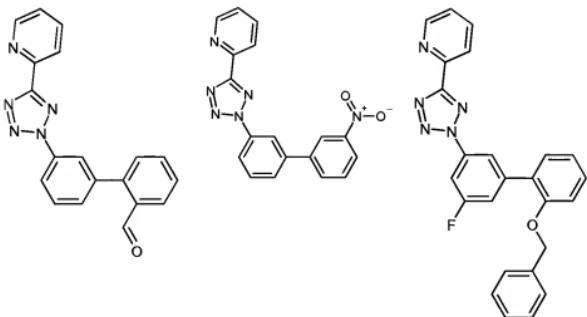
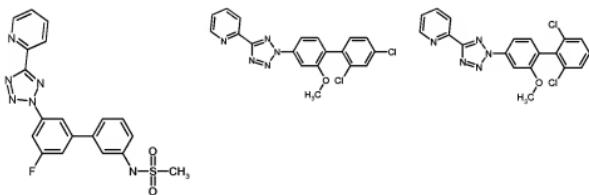
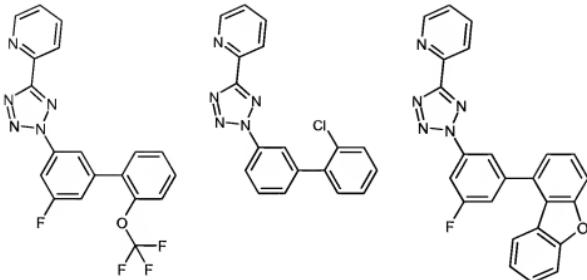


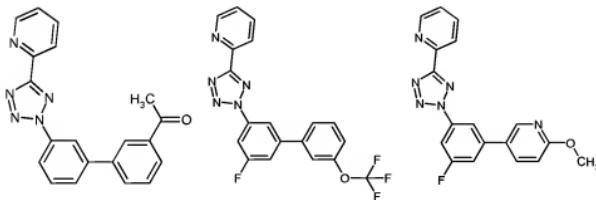
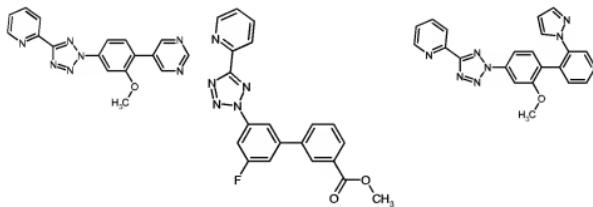
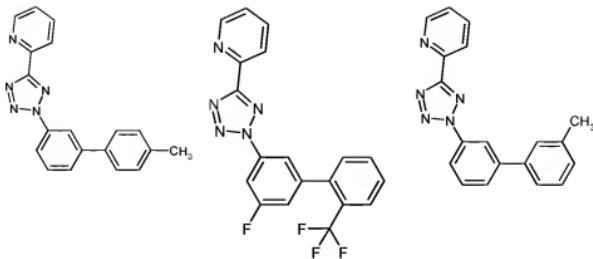


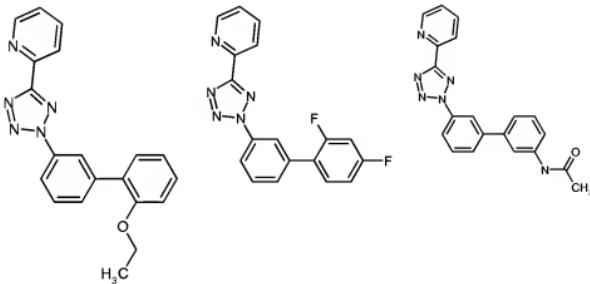
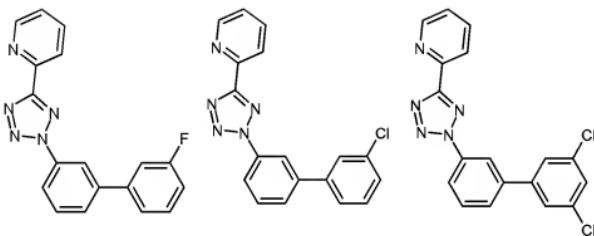
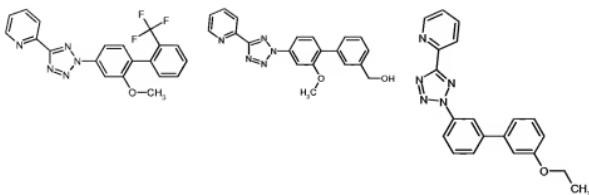


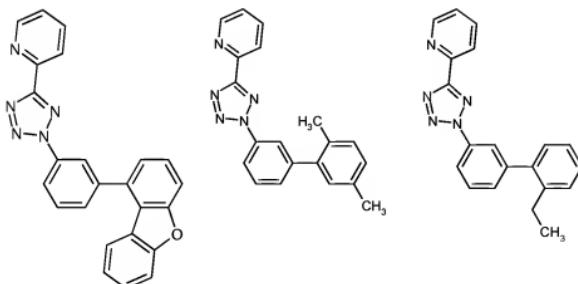
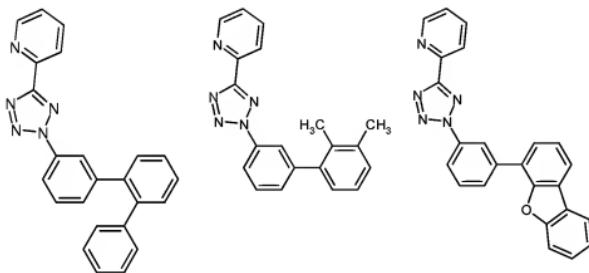
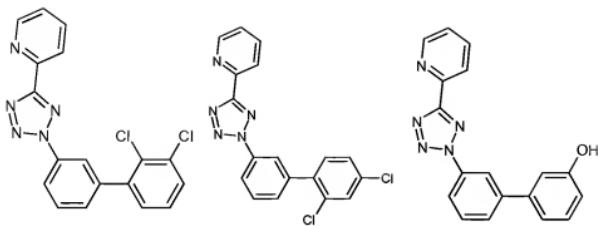


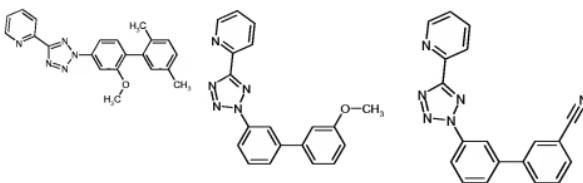
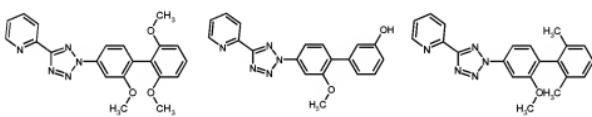
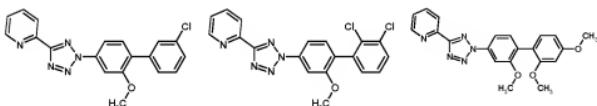
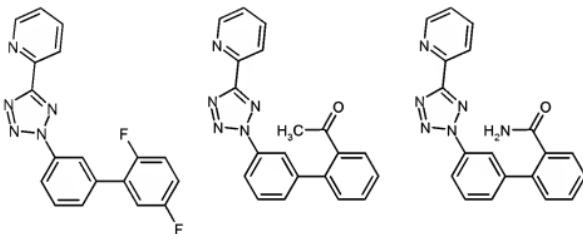
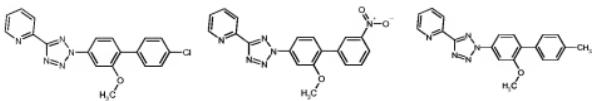


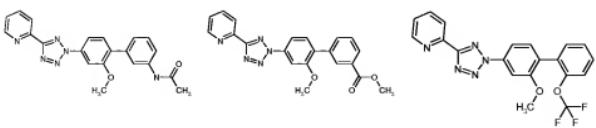
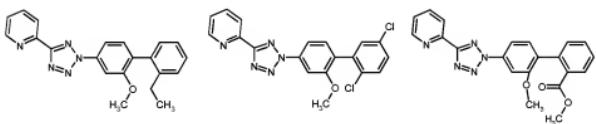
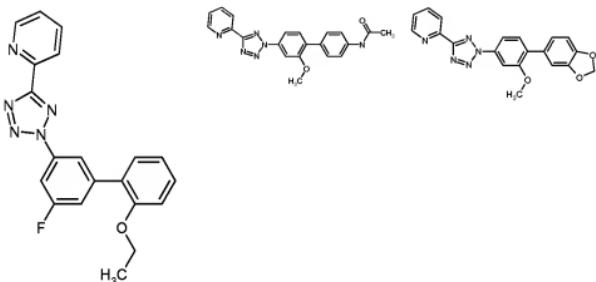
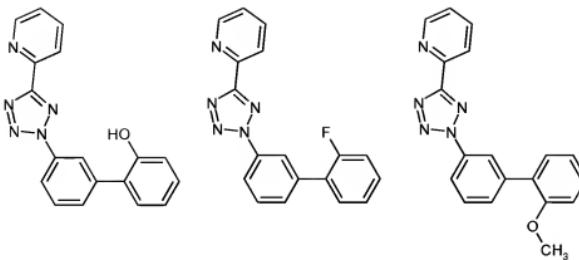


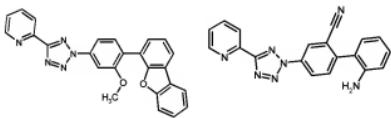
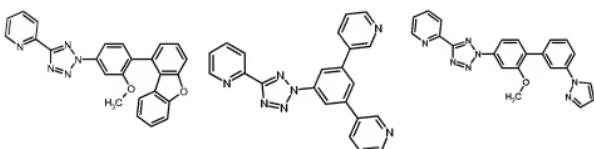
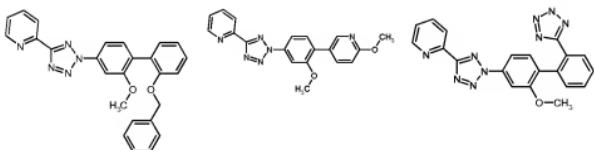
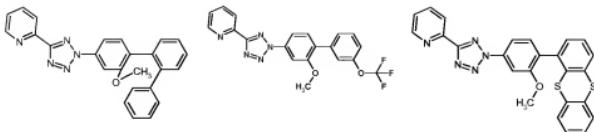












or a pharmaceutically acceptable salt thereof.

53. (New) A pharmaceutical composition comprising the compound of Claim 47, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

54. (New) A pharmaceutical composition comprising the compound of Claim 51, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

55. (New) A pharmaceutical composition comprising the compound of Claim 52, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.